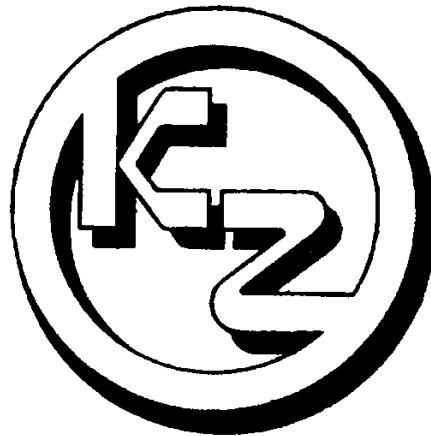


**30<sup>th</sup>**  
**Annual Report**  
**2015-2016**



**K. Z. LEASING & FINANCE LTD.**

1st Floor, Deshna Chamber, Ashram Road, Usmanpura,  
Ahmedabad – 380014.

In this Annual Report we have disclosed forward-looking information [within the meaning of various laws] to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements—written and oral—that we periodically make, contain forward-looking statements that set out anticipated results based on the Management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipate’, ‘estimate’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’ and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise

**Important Communication to Shareholders**  
**“Green Initiative in the Corporate Governance”**

Ministry of Corporate Affairs (MCA) has taken a “Green Initiative in the Corporate Governance” by allowing paperless compliances by the Companies and has issued a circular No.17/2011 on April 21, 2011 stating that the service of document to shareholders by a Company can be made through electronic mode.

Keeping in view the underlying theme and to support this green initiative of Government in the right spirit, members who holds shares in electronic mode and who have not registered their email addresses, so far, are requested to register their email address and changes therein from time to time, with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the below mentioned prescribed form, giving their consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement or any other communication in electronic mode, and register the said form with Link Intime India Private Limited.

Please note that you will be entitled to be furnished, free of cost, with a physical copy of the notice, balance sheet and all other documents required by law to be attached thereto including the profit & loss account and auditors’ report etc., upon receipt of a requisition from you, any time, as a member of the Company.

We are sure you would appreciate the “Green Initiative” taken by MCA and your Company’s desire to participate in such initiatives.

**Email Address Registration Form**

(For members who holds shares in Physical Forms)

**K Z LEASING AND FINANCE LIMITED**

Registered Office: 1<sup>st</sup> Floor, Deshana Chamber, B/h. Kadwa pattidar Wadi, Ashram Road, Ahmedabad-380014

Ledger Folio No. \_\_\_\_\_ No. of Share(s) held: \_\_\_\_\_

**NAME OF THE SHAREHOLDER / JOINT HOLDER :** \_\_\_\_\_

**Email Address:** i) \_\_\_\_\_ ii) \_\_\_\_\_

**Contact No. (R) \_\_\_\_\_ M) \_\_\_\_\_**

I hereby give my / our consent to receive the Notices calling general meetings, audited financial statements, auditors’ report, directors’ report, explanatory statement and all other documents required by law to be attached thereto or any other communication in electronic mode at my/our above mentioned email ID.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2016.

**Note :**

- 1) Members are requested to send their duly completed form as above to the Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd. Unit No. 303, 3<sup>rd</sup> Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad-380009 Tele: 07926465179 Tele fax : 079-26465179
- 2) Members are also requested to inform about any change in their email ID immediately to RTA.

**FORM A**

**Format of covering letter of the Annual Audit Report to be filed with the stock exchanges**

|    |   |  |
|----|---|--|
| 1. | Name of the Company   | K Z LEASING AND FINANCE LIMITED  |
| 2. | Annual Financial statements for the year ended  | 31 <sup>st</sup> March, 2016   |
| 3. | Type of Audit observation   | Un-qualified   |
| 4. | Frequency of observation  | Not Applicable   |
| 5. | To be signed by   |  |
|    | <ul style="list-style-type: none"> <li>Managing Director-</li> </ul><br>Pravinkumar Keshavlal Patel   | <ul style="list-style-type: none"> <li>Director-</li> </ul><br>Ankit Pravinkumar Patel |
|    | <ul style="list-style-type: none"> <li>Audit Committee Chairman-</li> </ul><br>Gandalal Ambalal Patel | Statutory Auditor of the Company —<br><br>J. M. Patel & Bros.                          |

### **Founder : Late Keshavlal Zaverchand Patel**

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#### **Board of Directors**

|                                  |                              |
|----------------------------------|------------------------------|
| Shri Pravinkumar Keshavlal Patel | Chairman & Managing director |
| Shri Rameshbhai Narandas Patel   | Independent Director         |
| Shri Keshavlal Kashiramdas Patel | Independent Director         |
| Shri Gandadal Ambalal Patel      | Independent Director         |
| Shri Ankit Pravinkumar Patel     | Director & CFO               |
| Shri Kantibhai Joytiram Patel    | Independent Director         |
| Smt. Chaitali Bharatbhai Patel   | Woman Director               |

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#### **Audit Committee**

Shri Gandadal Ambalal Patel, Chairman  
Shri Kantilal Joytiram Patel, Member  
Shri Pravinbhai Keshavlal Patel, Member  
Smt. Chaitaliben B Patel, Member

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#### **Shareholders / Investor's Grievance Committee**

Shri Rameshbhai Narandas Patel, Chairman  
Shri Gandadal Ambalal Patel, Member  
Shri Pravinbhai Keshavlal Patel, Member  
Smt. Chaitaliben B Patel, Member

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#### **Corporate Social Responsibility Committee**

Shri Rameshbhai Narandas Patel, Chairman  
Shri Kantilal Joytiram Patel, Member  
Shri Gandadal Ambalal Patel, Member

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#### **Nomination & Remuneration Committee**

Shri Kantilal Joytiram Patel, Chairman  
Shri Rameshbhai Narandas Patel, Member  
Shri Gandadal Ambalal Patel, Member

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**COMPANY SECRETARY** – Mrs. Hinal Anish Shah

## Registered Office

1<sup>st</sup> Floor, Deshana Chamber,  
B/h Kadwa Pattidar Wadi,  
Ashram Road,  
Ahmedabad-380014

Tel.: 079-27542298

Fax: 079-27543200

**CIN: L65910GJ1986PLC008864**

**Email Id: kzleasing@yahoo.com**

## Statutory Auditor

J. M. Patel & Bros.

## Internal Auditor

Marmik G. Shah & Associates

## Secretarial Auditor

Mr. Amit Patel

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## Bankers

- The Navnirman Co-Op. Bank Ltd.
- UCO Bank
- HDFC Bank
- Shree Kadi Nagrik Sahakari Bank Ltd.

## Registrars and Transfer Agents

### Link Intime India Private Limited.

(Formerly, Intime Spectrum Registry limited)

C - 13, Pannalal Silk Mills Compound,

L. B. S. Marg, Bhandup (W)

Mumbai – 400078.

Phone; 022-2594 6970/78

## Notice to the Shareholders

**NOTICE** is hereby given that the **30<sup>th</sup>** Annual General Meeting of the Members of K Z Leasing And Finance Limited will be held on Wednesday, 14<sup>th</sup> September, 2016 at 11.00 a.m. at the registered office of the Company at 1<sup>st</sup> Floor, Deshana Chamber, B/h. Kadva Patidar Wadi, Ashram Road, Ahmedabad -380014. to transact the following business:

### **ORDINARY BUSINESS:**

1. **To receive, consider and adopt the Audited Statement of Profit and Loss Account ended on 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date together with the Cash flow Statement, Report of Board of Directors and the Auditors' Report thereon and to pass with or without modification the following resolution as Ordinary Resolution:**

"**RESOLVED THAT** the Directors' Report to the Shareholders, Statement of Profit and Loss for the year ended 31<sup>st</sup> March, 2016, and the Balance Sheet as at that date, the Cash Flow Statement for the year ended 31<sup>st</sup> March, 2016, together with the Auditors' Report thereon be and are hereby received and adopted."

2. **To appoint a director in place of Mr. Ankit Pravinkumar Patel (holding DIN 02901371), Director who retires by rotation and being eligible, offers herself for reappointment and to pass with or without modification the following resolution as Ordinary Resolution:**

"**RESOLVED** that Mr. Ankit Pravinkumar Patel, who retires by rotation and being eligible offers herself for re-appointment, be and is hereby re-appointed as Director of the Company."

3. **To consider the Ratification of M/s J. M. Patel & Brothers, Chartered Accountants as the Statutory auditors of the Company and to pass, with or without modification, the following Resolution as Ordinary Resolution:**

"**RESOLVED THAT** pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the appointment of M/s J. M. Patel & Brothers, Chartered Accountants, (FRN- 107707W) from whom Certificate pursuant to section 139 of the Companies Act, 2013 has been received, as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company to be held in the year 2017."

### **REGISTERED OFFICE:**

1<sup>st</sup> Floor, Deshna Chamber,  
B/h, Kadva Patidar Wadi,  
Ashram Road,  
Ahmedabad -380014.

### **ON BEHALF OF THE BOARD FOR, K Z LEASING AND FINANCE LTD.**

**Pravinkumar K Patel**  
(Chairman and Managing Director)  
(DIN: 00841628)

**Ankit P. Patel**  
(Director)  
(DIN: 02901371)

**Date: 30/07/2016**

### **NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND, ON A POLL, VOTE INSTEAD OF HIMSELF, SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding 50 [fifty] and holding in aggregate not more than ten (10) per cent of the total share capital of the Company. In case proxies proposed to be appointed by a Member holding more than ten(10) percent of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any such other person or shareholder.  
The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting i.e.by 11.00 a.m. on Monday, 12th September, 2016. A Proxy form is sent herewith. Proxy form submitted on behalf of the Companies, Societies, etc. must be supported by an appropriate resolution / authority, as applicable.
2. The relevant details as stipulated under Clause 49 of the Listing Agreement with the Stock Exchange(s) and SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of Directors seeking re-appointment as directors Item Nos. 2 above, is also annexed hereto.
3. Relevant documents referred to in the accompanying Notice are open for inspection by the members at the registered office of the company on all working days, except Sundays, between 11 a.m. and 1 p.m. up to the date of meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed for a period of Nine (9) days from Tuesday, 6<sup>th</sup> day of September, 2016 to Wednesday, 14<sup>th</sup> day of September, 2016 (both days inclusive).

5. Members are requested to contact Registrar and Transfer Agent (RTA) namely Link Intime India Pvt. Ltd. Unit No. 303, 3<sup>rd</sup> Floor, Shoppers Plaza V, Opp. Municipal Market, Behind Shoppers Plaza II, Off C. G. Road, Ahmedabad-380009 for recording any change of address, bank mandate, ECS or nominations, and for redressal of complaints contact the Compliance Officer at the Registered Office of the Company.
6. The equity shares of the company are available for dematerialization, as the company has entered into an agreement with National Securities Depository Limited (NSDL) and the Central Depository Services Limited (CDSL). Those shareholders who wish to hold the company's share in electronic form may approach their depository participants.
7. Section 72 of the Companies Act, 2013, extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders holding share certificates in physical form and willing to avail this facility may make nomination in Form SH 13, which may be sent on request. However, in case of demat holdings, the shareholders should approach to their respective depository participants for making nominations.
8. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID numbers for easy identification of attendance at the meeting.
9. Members are requested to bring their copies of Annual Report at the meeting. Shareholders seeking any information with regard to account are requested to write to the Company early so as to enable the Management to keep the information ready.
10. Members / Proxies are requested to bring with them the attendance slip duly filled in and hand it over at the entrance.
11. Members, who have multiple accounts in identical names or joint names in same order are requested to intimate M/s. Link Intime (India) Pvt. Ltd., the Ledger Folios of such accounts to enable the Company to consolidate all such share holdings into one account.
12. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail addresses so far are requested to register their e-mail address so that they can receive the Annual Report and other communication from the Company electronically. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
13. Voting through electronic means:

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10<sup>th</sup> September, 2016 at 9.00 a.m. and ends on 13<sup>th</sup> September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 6<sup>th</sup> September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

|     |   |
|-----|---|
|     | For Members holding shares in Demat Form and Physical Form  |
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat |



|                       |   |
|-----------------------|---|
|                       | shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>  |
| DOB                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.   |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> <li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul> |

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the K Z Leasing And Finance Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- i) Mr. Amit K. Patel, Practicing Company Secretary (C.O.P – 15068) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- ii) The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- iii) The Results declared along with the report of the Scrutinizer shall be placed on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

## Explanatory Statements pursuant to section 102[1] of the Companies Act, 2013.

The following statements set out all material facts relating to Special Businesses mentioned in the accompanying Notice.

### Profile of Retiring Directors:

#### Item No. 2

|   |   |
|---|---|
| Name  | Ankit Pravinkumar Patel   |
| Qualification   | Bcom. , M.com.  |
| Experience  | Over 10 years of wide ranging experience in Finance Area  |
| Other Directorship  | K Z Cotspin Limited   |
| Chairman / Member of the Committees of the Board of the other companies on which he is a director | None  |
| No. of shares held in the company   | 5551 Equity shares of Rs. 10 each   |
| Disclosure of the relationships   | Ankit P. Patel is the son of Mr. Pravinbhai K Patel, Chairman and Managing Director and husband of Mrs. Chaitali A. Patel, Director of the Company. |

### REGISTERED OFFICE:

1<sup>st</sup> Floor, Deshna Chamber,  
B/h, Kadva Patidar Wadi,  
Ashram Road,  
Ahmedabad –380014.

**BY ORDER OF THE BOARD  
FOR, K Z LEASING AND FINANCE LTD.**

**Date: 30/07/2016**

**Pravinkumar K Patel  
(Chairman and Managing Director)  
(DIN: 00841628)**

**Ankit P Patel  
(Director)  
(DIN: 02901371)**